South West LHIN | RLISS du Sud-Ouest

South West Local Health Integration Network Governance Policy Manual

Created June 20, 2012

Last revised by the board on July 17, 2018

South West Local Health Integration Network
Policy Manual

Introduction

The South West Local Health Integration Network (LHIN) Governance Policy Manual was developed to provide the South West LHIN board of directors with a comprehensive reference tool that can be used to assist the board in meeting its requirements as set out in the *Local Health System Integration Act (LHSIA), 2006*.

Table of Contents

A. Board Structure and Responsibilities
1. Governing Philosophy and Principles of Governance
2. LHIN Board – Accountability and Role Description
3. LHIN Board Member – Role Description
4. a) LHIN Board Chair – Role Description
b) LHIN Board Vice-Chair – Role Description
c) LHIN Board Committee Chair – Role Description
d) LHIN Board Secretary – Role Description
5. Legislative Requirements
6. Directors' Code of Conduct
7. Conflict of Interest
8. Confidentiality
9. Committee Structure and Responsibilities
10. Reimbursement of Expenses
11. Board Succession Planning and the Community Nominations Process
12. Board Development
13. Health Equity

B. Board Operations
1. Board Meetings/Attendance
2. Communication to the Board (External)

C. Board/CEO Roles and Responsibilities
1. CEO/Board Relationship
a) CEO Selection Process
2. Workplace Equity & Diversity

D. Communication
1. Board Spokespeople & Media

E. Fiscal Responsibility and Risk Management
1. Risk Management
2. Asset Protection
3. BLANK
4. Operating/Business Plan
5. Financial Condition

A. Board Structure and Responsibilities

Title: **Governing Philosophy and Principles of Governance**	Policy Number: A-1
Approved: January 25, 2012 Approved: April 21, 2015 Approved: March 20, 2018	Revised: November 2011 Revised: March 17, 2015 Revised: February 27, 2018

The board of directors of the South West LHIN is entrusted with the stewardship of considerable resources to oversee the planning, integration and funding of local health service providers, as well as the delivery and coordination of home and community care.

To ensure effective stewardship, the board is actively involved in:

- The development of the Vision, Mission, Values and Strategic Directions of South West LHIN;
- The articulation of the Vision, Mission, Values and Strategic Directions;
- Ongoing monitoring of the Vision, Mission, Values and Strategic Directions and their continued relevance;
- Revision of the Vision, Mission, Values and Strategic Directions when appropriate; and
- Continuing to promote and maintain a collaborative governance philosophy for the South West LHIN.

In pursuit of the goal of being an effective steward, the board of directors recognizes its responsibility to develop and maintain healthy relationships among key constituencies. It provides a link for the community to the South West LHIN and the South West LHIN to the community.

The board of directors honours the Vision, Mission and Values of the board and the South West LHIN at all levels. It embraces the changing health care environment to ensure that the South West LHIN's business is conducted in a way which reflects the correct realities and practices.

The board adheres to an approach to governance in which it oversees and drives the mission. It provides leadership, direction and oversight to fulfill the Ministry mandate in the context of the LHIN's vision, mission and values. In this approach, the board:

- focuses on establishing policies, longer term direction and governance decisions
- monitors performance related to the key dimensions of the LHIN's business as well as the board's own effectiveness
- maintains a culture of trust, inquiry, respectful dialogue, active listening, and leadership in strategic, fiduciary, and generative modes
- clarifies and respects the governance and management roles
- seeks to build a constructive partnership with management characterized by honesty, trust, respectful challenge, and goodwill
- ensures information, reporting and communication from management clearly focuses the board on its role and priorities

- considers evidence, stakeholder's views and the impact on communities in its policy formulation and decision-making
- seeks to demonstrate a cohesive approach and speak with one voice so that there is accountability for, an owning of, LHIN decisions to move the health system forward.

The board will monitor and discuss regularly its own process and performance to ensure continuity of board improvements and the ability of members to govern. This will include completion of an annual board evaluation process.

Policy Number: A-2	Title: **LHIN Board – Accountability and Role Description**
Revised:	November 27, 2013 by the Governance & Nominations Committee
Approved:	January 21, 2014 by the Board
Reviewed:	November 17, 2015 by the Governance & Nominations Committee
Revised:	February 27, 2018 by the Governance & Nominations Committee
Approved:	March 20, 2018 by the Board

Purpose

To describe and establish a shared understanding of the LHIN Board's roles and responsibilities.

Accountability

The Board is accountable to the Minister, through the Chair, for carrying out the roles and responsibilities assigned to it by LHSIA, other applicable legislation, the Directives, the Ministry/LHIN Accountability Agreement (MLAA) and the Memorandum of Understanding (MOU).

Board Role

The role of the Board is to foster the organization's success consistent with its mandated objectives and accountability to the Minister of Health and Long-Term Care, service providers and local communities. The Board provides stewardship to and oversees the affairs of the LHIN by establishing overall strategic direction, being responsive to the needs of patients, setting performance expectations, monitoring performance and risk, ensuring effective CEO leadership, and ensuring effective governance to plan, integrate and fund local health care as well as deliver and coordinate home and community care.

Delegation of Authority to Management

The Board delegates to the CEO responsibility for day-to-day management of the LHIN within the direction and expectations set by the Board. The CEO leads the organization in achieving Board approved directions and recommends new initiatives to the Board. It is essential that the separation of function be clearly understood by the Board and management.

Responsibilities

To fulfill its role, the Board is responsible for the following:

Strategic Leadership

- Overseeing development of and approving the LHIN's strategic framework (vision, mission, values) consistent with its mandate as defined by LHSIA**,** applicable government policies, and the MOU.
- Participating in the development of and approving a strategic plan/Integrated Health Service Plan (IHSP) that is consistent with its strategic framework.
- Overseeing the operations of the LHIN for consistency with the strategic plan/IHSP and ensuring that the budget and annual operating plan of the LHIN are guided by the strategic framework.

- Directing the development of, reviewing, and approving documents required to be submitted annually to the Ministry and submitting them to the Minister in accordance with the time lines specified in the Directives, the MOU, or within the timelines agreed upon with the Ministry.
- Ensuring that its decisions as a Board are consistent with the LHIN's strategic framework and strategic plan/IHSP and the annual operating plan approved for the LHIN.
- Approving the MOU for the LHIN and the Performance Agreement in a timely manner and authorizing the Chair to sign the MOU and the Performance Agreement on behalf of the LHIN.

Organizational Stewardship and Performance

- Overseeing establishment of and monitoring performance measures and targets and ensuring that management systems are in place for monitoring and assessing the operational performance of the LHIN.
- Reporting to the Minister, through the Chair, as requested on the LHIN's activities within agreed upon timelines.
- Ensuring that the LHIN manages its affairs in compliance with the Directives.

Risk and Financial Condition

- Approving the annual budget and ensuring that the LHIN operates within its approved budget allocation in fulfilling its mandate.
- Ensuring that LHIN funds are used according to the principles of prudence, integrity, honesty, effective controllership and value for money and only for the business of the LHIN in compliance with applicable legislation and the Directives.
- Ensuring management has developed an appropriate risk management framework and a risk management plan to effectively manage operational, reputational and financial risk, and arranging for risk-based reviews and audits of the LHIN as needed.
- Providing both the Minister of Health and Long-Term Care and the Minister of Finance with a copy of every audit report of the LHIN, the LHIN's response to each report, and any recommendations in the report.
- Advising the Minister annually on any outstanding audit recommendations and cooperating with all reviews directed by the Minister.
- As necessary, directing corrective action be taken by management.
- Ensuring management has established effective internal controls to safeguard the LHIN's assets.
- Ensuring plans and initiatives strike the right balance between prudent use of LHIN resources and the provision of quality services to the public.

Effective Management

- Establishing and implementing as necessary a process for CEO recruitment and selection.
- Establishing and implementing an annual process for evaluating the performance of the CEO and determining compensation. Performance criteria should be based on best practices in the health sector for senior managers.
- Ensuring a succession plan is in place for the CEO and senior management.

- Ensuring, through the CEO, that staff complies with the Conflict of Interest Rules, including the post service provisions that apply to designated senior positions in the LHIN.
- Ensuring that management has established appropriate management systems (financial, information technology, human resource) for the effective administration of the LHIN.
- Directing the CEO to take corrective action on the functioning or operations of the LHIN, if needed.

Stakeholder Relationships

- Consulting, as appropriate, with stakeholders and the community on the LHIN's goals, objectives and strategic directions.
- Approving the LHIN's reports and reviews that may be requested by the Minister from time to time for submission to the Minister within agreed upon timelines.
- Cooperating with and sharing any relevant information on any risk-based or periodic review directed by the Minister or Treasury Board/Management Board of Cabinet.
- Providing advice to the government, through the Minister, on issues within or affecting the LHIN's mandate and operations.
- Ensuring that a process is in place for responding to and resolving complaints from the public.

Effective Governance

- Taking ownership for the quality of its own governance including ensuring that the Board's policies, practices and actions follow recognized standards of effective governance.
- Embracing the benefits of a diverse Board including seeing increasing Board diversity as an essential part of its development and ability to reflect and respond to the public it serves.
- Making good use of differences in the skills and experiences of Board Members as well as ensuring the Board reflects the diversity of the people it serves including, but not limited to, gender, race and ethnocultural background.
- Establishing such Board Committees or oversight mechanisms as required by LHSIA or as may be required to advise the Board on the effective management, governance or accountability procedures for the LHIN.
- Developing written position descriptions, roles and responsibilities for Board Committee Chairs and Members.
- Ensuring that Board Members receive sufficient orientation and training to carry out their duties and responsibilities.
- Ensuring a regular assessment of the effectiveness of the Board as a whole and on Board Members using tools common to all LHINs.

Amendment

This role description may be amended by the Board.

Policy Number: A-3	Title: **LHIN Board Member – Role Description**

Revised: November 27, 2013 by the Governance & Nominations Committee
Approved: January 21, 2014 by the Board
Revised: January 19, 2016 by the Governance & Nominations Committee
Approved: February 16, 2016 by the Board
Revised: February 27, 2018 by the Governance & Nominations Committee
Approved: March 20, 2018 by the Board

Purpose

To describe and establish a shared understanding of the role and responsibilities of a LHIN Board Member.

Accountability

A Board Member is accountable to the Board as a whole and through the Board Chair to the Minister of Health and Long-Term Care.

Board Member Role

A Board Member contributes to the collective achievement of the Board's role in directing the affairs of the organization. A Board Member provides independent and objective oversight to the planning, funding, and performance management of healthcare within the LHIN region.

As a member of a diverse team, the Board Member is responsible for providing oversight in setting goals, objectives, and strategic directions for the LHIN within its mandate, as defined by the LHIN's Legislation and Regulations plus its approved Memorandum of Understanding (MOU) and Ministry/LHIN Accountability Agreement (MLAA).

This position description applies to all appointed Board Members including Board Officers. A person who wishes to serve on the Board must be made aware, in writing, that he or she will be expected to abide by this policy.

Responsibilities

A Board Member is responsible for the following:

Overall Duties and Obligations

- Understanding and acting in keeping with a Board Member's fiduciary duties to act with loyalty, integrity, honesty, in good faith, and in the best interests of the LHIN.
- Exercising the standard of care expected of a Board Member, by applying the level of skill and knowledge that can be expected of a reasonable person with his or her level of knowledge and experience. Being aware of a Board Member's obligations under, and acting in compliance with, the LHIN's Code of Conduct and Conflict of Interest rules and under the *Public Service of Ontario Act*, 2006 (PSOA) with regard to the rules of ethical conduct including the oaths, Conflict of Interest Rules, political activity rules and disclosure of wrong-doing.

- Disclosing to the Chair any possible instances where the Board Member's duties, role or interests may be in conflict with personal interests, and refraining from discussion and decision-making in such cases.

Contribution to Effective Governance

- Understanding and contributing to achieving the role of the Board as described in the LHIN Board Role Description.
- Preparing for and attending all Board meetings and meetings of Committees to which the Board Member is appointed.
- Attending Board orientation and education sessions in accordance with Board approved policies.
- Participating knowledgeably, respectfully and meaningfully in all deliberations of the Board and at meetings with management staff, stakeholders and the public.
- Contributing constructively to Board discussion and decision-making based on an independent assessment of available evidence, and consideration of the public interest, sound business practices and compliance with applicable laws, regulations, agreements, policies and directives.
- Voicing conflicting opinions during Board and Committee meetings but respecting the decision of the majority, even when the Board Member does not agree with it.
- Identifying emerging issues and trends, and proposing strategies to solve problems or take advantage of opportunities, including those involving system integration.
- Keeping informed of issues relevant to the effective oversight of the LHIN, including stakeholder matters.
- At a high level, keeping abreast of regional, global, and best practice trends in Health and Healthcare.
- Chairing Board Committees and leading special projects as assigned by the Board.
- Working constructively with other Board Members and building positive relationships with management and stakeholders.
- Understanding and acting in compliance with all Board and LHIN policies applicable to Board Members including per diem and expense reimbursement policies and processes.
- Participating in evaluations of the Board, the Board Chair, and individual Board Members and the LHIN's overall performance, and receiving and acting upon the results of such evaluations in a positive and constructive manner.
- Providing input to the periodic review of the CEO, as prescribed by the LHIN's CEO performance evaluation and compensation policy.

Skills and Qualifications – A Guideline

Skills and qualifications of each Board Member:

- Sound judgement and the ability to communicate with clarity and confidence.
- Ability to collaborate with others to reach decisions.

- Knowledge of and commitment to sound governance practices.
- Respect for the principles of equity, diversity and regional representation.
- Commitment to the protection of the public interest within the mandate of the LHIN.
- Relevant related experience in the public or private sector.
- Commitment to building successful relationships with individuals, teams, stakeholders and partners.

Skills and qualifications of the Board as a whole:

- Broad understanding and interest in healthcare, the associated stakeholder community and the regulatory and legal framework governing the healthcare sector, or the ability to acquire such understanding in a reasonable time.
- Practical knowledge of the LHIN's legislation and regulations or the ability to acquire such knowledge in a reasonable time.
- Strategic leadership skills to influence direction and oversee the implementation of objectives that support the overall vision of the LHIN.
- Understanding of strategic, operational and financial management practices including the difference between the roles of the Board and Management.
- Understanding of the requirements and challenges involved in turning strategies into actions leading to the development of integrated, sustainable healthcare services and integration initiatives.

Term

See By-law No. 1, Item 4.07.

Amendment

This role description may be amended by the Board.

Policy Number: A-4a	Title: **LHIN Board Chair – Role Description**

Revised: November 27, 2013 by the Governance & Nominations Committee
Approved: January 21, 2014 by the Board
Reviewed: November 17, 2015 by the Governance & Nominations Committee
Revised: February 27, 2018 by the Governance & Nominations Committee
Approved: March 20, 2018 by the Board

Purpose

To describe and establish a shared understanding of the role and responsibilities of the LHIN Board Chair.

Accountability

The Chair is accountable to the Board and to the Minister of Health and Long-Term Care for the performance of the LHIN and for carrying out the roles and responsibilities assigned to the Chair by LHSIA, other applicable legislation, the Memorandum of Understanding (MOU), the Ministry LHIN Accountability Agreement (MLAA) and the Directives listed in the MOU. The Chair also is accountable for reporting to the Minister, as requested, on the LHIN's activities.

Board Chair Role

As the leader of the Board, the Chair is responsible for guiding the Board in its oversight of the overall strategic direction and performance of the LHIN within the Board's mandate as defined by governing legislation. The Chair provides leadership to the Board in carrying out its fiduciary duties and ensures the Board conducts vibrant, open, respectful dialogue as part of its decision-making process.

The Chair is the principal link between the Board and the CEO who is responsible for the planning and execution of the LHIN's strategies and policies.

The Chair is responsible also for ensuring the integrity and effectiveness of the Board's governance role and processes.

Responsibilities

In addition to the duties and responsibilities of a Board Member, the Chair has the following responsibilities:

Strategic Leadership

- Providing leadership to ensure that the Board fulfills its role and responsibilities as described in the LHIN Board – Accountability and Role Description.
- Providing advice to the Board concerning strategic planning, fiscal prudence and financial sustainability.

- Discussing with the CEO any issues of concern to the Board or issues confronting the LHIN, including significant matters involving stakeholders.
- Ensuring Board decisions reflect a balance of effective and efficient use of public resources and a high standard of service to the public.
- Participating in the preparation and execution of, and compliance with, the MOU and MLAA with the Minister and signing the MOU and MLAA as directed by the Board.
- Keeping the Minister informed of emerging issues in a timely fashion.
- Providing input to government policy development on behalf of the Board.
- Keeping Board Members informed about agendas and discussions at LHIN Chair Council meetings, with the Minister, the Minister's Office and with stakeholders.
- Acting as ex-officio Member of all Board Committees.

Governance Leadership

Board – Management Relationship

- Maintaining a constructive working relationship with the CEO, acting as the key linkage between the CEO and the Board and providing advice and counsel as required.
- Ensuring there is a common understanding between the Board and the CEO on their respective roles and responsibilities and that the CEO clearly understands Board expectations.
- Establishing processes of interaction to ensure the Board's independence from management including in-camera sessions of the Board and protocols for Board Member access to management and staff.

Board Role and Function

- Providing leadership and monitoring processes to ensure the Board has sound governance practices.
- In conjunction with the appropriate Board Committee, providing oversight to LHIN audits and/or annual reviews of LHIN performance and recommending corrective action if needed.
- In conjunction with the Governance and Nominations Committee of the Board, ensuring that the Board's governance structures and processes are reviewed, evaluated, and revised from time to time.
- In conjunction with the Governance and Nominations Committee of the Board, ensuring that the Board adopts an annual work plan that is consistent with the organization's strategic framework (mission, vision, values) and strategic plan/IHSP..
- Ensuring that the work of the Board Committees is aligned with the Board's role and annual work plan and that the Board understands and respects the role of Board Committees.
- Ensuring the Board has clear terms of reference for the roles, duties and responsibilities of Board Committees.
- In conjunction with the Governance and Nominations Committee of the Board, recommending for Board approval, appointments for chairpersons and membership of Board Committees.

- Ensuring, with recommendations from the Board or a relevant Board Committee, that CEO annual performance objectives are established and an annual review of the CEO is performed in compliance with established Board policies.

Board Meetings

- Establishing the schedule of Board meetings and developing Board meeting agendas in consultation with the CEO and Committee Chairs, for approval by the Board.
- Ensuring that meetings are conducted according to applicable legislation and regulations, the LHIN by-laws and the Board's governance policies.
- Ensuring that matters dealt with at Board meetings appropriately reflect the Board's role and annual work plan.
- Setting the business and ethical tone of Board meetings by facilitating open, respectful, informed and probing discussion, while ensuring meaningful, respectful and productive debate and interpersonal interactions.
- Chairing Board meetings with a focus on effective and efficient time management and the achievement of consensus whenever possible.
- Ensuring that all minutes are an accurate reflection of Board meetings, including recording of dissenting opinion, and are approved by the Board.
- Ensuring that information deemed relevant by the Board is made available by management in a timely manner and that external advisors and other resources are available to assist the Board as required.
- Ruling on procedural matters during Board meetings.

Board Recruitment, Education and Evaluation

- Notifying the Minister of Board vacancies and making recommendations on behalf of the Board for appointments, re-appointments and length of terms that respect and promote the principles of equity, diversity, quality, merit and regional representation.
- Overseeing Board succession by ensuring there are processes in place to recruit, select and train Board Members with the skills, experience, background and personal qualities required for effective Board governance.
- Ensuring that Board Members have access to appropriate orientation and ongoing education.
- Overseeing the Board's evaluation processes and meeting with each Board Member at least once a year to review the Board Members' performance and provide constructive feedback.

Standards of Conduct and Compliance

- Ensuring Board Members are aware of their obligations and act in compliance with the LHIN's Code of Conduct and Conflict of Interest rules and under the *Public Service of Ontario Act*, 2006 (PSOA) with regard to the rules of ethical conduct including the oaths, Conflict of Interest Rules, political activity rules and the protected disclosure of wrong-doing.

- Promoting ethical conduct and fulfilling the role of ethics executive under the PSOA.
- Reviewing and approving claims for per diems and expenses of Board Members.
- Making attestations on behalf of the Board under, and ensuring that the expenses of Board Members are posted in accordance with, the *Broader Public Sector Accountability Act*, 2010.
- Ensuring that the LHIN designates the designated senior positions in the LHIN, including Board Members, for the purposes of the Conflict of Interest Rules.
- Ensuring that Board Members, and LHIN staff through the CEO, are informed of applicable Directives with which the LHIN is required to comply.
- Cooperating with any review or audit of the LHIN directed by the Minister or Treasury Board/Management Board of Cabinet.

Representation

- The Chair is the official spokesperson for the Board.
- The Chair in partnership with the CEO represents the LHIN in the community and to its other stakeholders.
- The Chair represents the Board within the organization, attending and participating in events as appropriate.
- The Chair represents the Board in dealings with the Ministry of Health and Long-Term Care and regulatory authorities, as required.
- The Chair represents the Board in working with other LHINs including through the pan-LHIN Leadership and Chair councils. The Board will seek input from Board Members as required on pan-LHIN initiatives.

Chair Skills and Qualifications – A Guideline

A Chair has the following skills and qualifications.

- All of the skills and qualifications required of a Board Member.
- Experience and ability to clearly articulate and implement a strategic vision and oversee the implementation of plans and strategies to deliver efficient, effective and high quality services.
- Comprehensive understanding of the context in which the LHIN operates, its community, the interests of stakeholders and the public, as well as a general understanding of the government's objectives in this regard, or the ability to acquire such understanding.
- Superior group facilitation and consensual decision-making skills, experience in running meetings and adept at encouraging explorative, respectful discussion and consensus building.

- Effective communication and interpersonal skills to build productive external relationships within the responsible Ministry, with the Minister's Office and a broad range of stakeholders.
- Substantive practical knowledge of accepted norms for duty of care required of the Board.
- Judgement to identify and address potential conflict of interest situations.
- Understanding of government policies and a commitment to working within government's agency accountability structure.
- Ability to establish a trusted advisor relationship with the CEO and the other Board Members.
- Outstanding record of achievement in one or several areas of skills and experience used to select Board Members.

Term

See By-law No. 1, Item 4.07.

Amendment

This role description may be amended by the Board.

Policy Number: A-4b	Title: **LHIN Board Vice-Chair(s) – Role Description**

Revised: November 27, 2013 by the Governance & Nominations Committee
Approved: January 21, 2014 by the Board
Revised: January 19, 2016 by the Governance & Nominations Committee
Approved: February 16, 2016 by the Board
Revised: February 27, 2018 by the Governance & Nominations Committee
Approved: March 20, 2018 by the Board

Purpose

To describe and establish a shared understanding of the role and responsibilities of the LHIN Board Vice- Chair(s).

Vice-Chair Role

The Vice-Chair(s) act(s) as the Board Chair in the absence of the Chair or as requested by the Chair. The Vice- Chair(s) also carry(ies) out additional leadership duties related to the functioning, responsibilities and governance of the Board as may be requested by the Chair or the Board.

Responsibilities

In addition to the duties of a Board Member, a Vice-Chair has the following responsibilities:

- Acting as the key point of contact with the CEO and management of the LHIN in the Chair's absence and performing the responsibilities of the Chair when the Chair is not available.
- Carrying out duties delegated by the Chair in the Chair's absence.
- Collaborating with the Chair to develop and implement processes and practices that support the deliberations of the Board so that it may diligently fulfill its duties and conduct its work effectively and efficiently.
- Taking on assignments and special projects and performing other duties as assigned by the Chair or the Board.
- Mentoring new Board Members and providing advice to ensure quality and consistency.

Skills and Qualifications – A Guideline

A Vice-Chair has the following skills and qualifications:

- All of the skills and qualifications required of a Board Member.
- Ability to act on behalf of, and in conjunction with, the Chair to provide leadership to the LHIN.
- Practical working knowledge of Board Members' fiduciary duties.
- Effective communication and interpersonal skills to positively influence and communicate with the Board and LHIN management.
- Ability to facilitate open, respectful and informed discussion and run effective meetings.

Second Vice Chair

The board will consider recommending the appointment of a second Vice-Chair to work closely with the Board Chair and Vice-Chair in carrying out the responsibilities of a Vice-Chair and performing specific duties as delegated.

A task team consisting of the Board Chair, Vice-Chair, and Governance & Nominations Committee Chair will interview board members that express an interest in fulfilling a second Vice-Chair role and develop a recommendation for the Minister's consideration. In instances where the Governance & Nominations Committee Chair is interested in a second Vice-Chair position another member of the Governance & Nominations Committee will join the task team.

Term

See By-law No. 1, Item 6.03.

Amendment

This role description may be amended by the Board.

Policy Number: A-4c	Title: **LHIN Board Committee Chair– Role Description**
Revised: November 27, 2013 by the Governance & Nominations Committee Approved: January 21, 2014 by the Board Reviewed: November 17, 2015 by the Governance & Nominations Committee Revised: February 27, 2018 by the Governance & Nominations Committee Approved: March 20, 2018 by the Board	

Purpose
To describe and establish a shared understanding of the role and responsibilities of a LHIN Board Committee Chair.

Committee Chair Role
The Chair of a Committee is responsible for oversight and performance of the Committee within its mandate as defined by its terms of reference and in accordance with the LHIN's By-Laws, corporate best practice and the direction of the Board. The Committee Chair is the principal link between the Committee and the Board.

Responsibilities
To fulfill its role, a Committee Chair is responsible for the following:

- Providing overall leadership to the Committee in carrying out its duties.
- Establishing the schedule of Committee meetings and developing meeting agendas in consultation with the Board Chair, CEO or designated staff support.
- Ensuring that Committee meetings are conducted in accordance with the LHIN by-laws and the Board's governance policies.
- Ensuring that matters dealt with at Committee meetings appropriately reflect the Committee's terms of reference and annual work plan.
- Reporting to the Board on the work of the Committee.
- Designating another Committee member who is a Board member to Chair the Committee in the Chair's absence.

Committee Chair Skills and Qualifications – A Guideline
A Committee Chair has the following skills and qualifications:

- All of the skills and qualifications required of a Board Member.
- Effective communication and interpersonal skills to positively interact and communicate with the Board and LHIN Management.
- Ability to facilitate open, respectful and informed discussion and run effective meetings.

Term
A Committee Chair is appointed by the Board annually on recommendation of the Governance & Nominations Committee with input from the Board Chair.

Amendment
This role description may be amended by the Board.

Policy Number: A-4d	Title: **LHIN Board Secretary – Role Description**
Committee Review: November 15, 2016 **Approved by the board: December 13, 2016**	

Purpose
To describe and establish a shared understanding of the role and responsibilities of the LHIN Board Secretary.

Secretary Role
The Secretary is empowered by the Board to carry on the affairs of the Corporation under the supervision of the Chair and in accordance with the LHIN's by-laws, corporate best practice and the direction of the Board.

Responsibilities
To fulfill its role, the Secretary is responsible for the following:

- Ensuring the preparation and accuracy of minutes of all Board meetings and entering or causing to be entered in records kept for that purpose, all minutes of all Board and Board Committee meetings.
- Giving or causing to be given, as and when instructed, all notices to Board Members, officers, Board Committee Members and the public.
- Keeping and maintaining all books, records and instruments belonging to the LHIN, including as custodian of the stamp or mechanical device used for affixing the corporate seal of the Corporation, except when some other officer or agent has been appointed for that purpose.
- Having the powers conferred by the LHIN's by-laws and such other powers and duties as otherwise may be specified by the Board.

A recording secretary other than the Board Secretary will attend meetings and take minutes. The Executive Office Coordinator shall serve as the recording secretary and may take direction from the Chair.

Term
The Board Secretary shall be appointed by the Board on recommendation of the Chair from time to time as required.

Title: **Legislative Requirements**	Policy Number: A-5
Approved: January 25, 2012 Approved: October 21, 2014 Approved: May 17, 2016	Revised: November 2011 Revised: September 16, 2014 Revised: April 19, 2016

To effectively serve as a member of the South West LHIN board of directors, it is important to understand the legal framework under which the board and individual board members operate.

In clarifying a Director's duties and responsibilities, it is important that Directors understand the following:

- *Local Health Systems Integration Act (LHSIA), 2006*
- *Memorandum of Understanding*
- *Ministry-LHIN Accountability Agreement (MLAA)*
- *Articles of Incorporation and By-Laws*
- *Federal and Provincial Privacy Legislation*
- *Excellent Care for All Act, 2010*

See the orientation section of Policy Number: A-12, Title: Board Development.

Title: **Directors' Code of Conduct**	Policy Number: A-6
Approved: January 25, 2012 Approved: October 21, 2014	Revised: November 2011 Revised: July 15, 2014 Reviewed: April 19, 2016

As a member of the South West LHIN board of directors, members must agree to follow the Local Health System Integration Act (LHSIA), 2006, the organizational *By-laws* and the policies set out in the South West LHIN Governance Manual. LHSIA supersedes the By-laws, and the By-laws supersede the Governance Manual.

The board expects of itself and its committee members ethical and businesslike conduct. Failure to do so may result in the recommendation for removal of the member from the board of directors.

Title: **Conflict of Interest**	Policy Number: A-7
Approved: January 25, 2012 Approved: October 21, 2014	Revised: November 2011 Revised: September 16, 2014 Reviewed: April 19, 2016

The Conflict of Interest Policy for LHIN board of directors and employees promotes a standard of conduct that will establish the integrity, objectivity, impartiality of the affairs and decision-making process of the LHIN. It enables the Minister, the LHIN and its Directors to recognize and to avoid, mitigate or manage conflict of interest situations and ensure such situations if not avoided are resolved in the public interest.

Attached: The LHIN Conflict of Interest Rules confirmed effective July 25, 2014.

Title: **Confidentiality**	Policy Number: A-8
Approved: January 25, 2012 Approved: February 16, 2016	Revised: November 2011 Reviewed: July 15, 2014 Revised: January 19, 2016

Members of the South West LHIN board of directors are committed to maintaining the confidentiality of information to which they become aware in the course of conducting its business and by which it is required by its Code of Conduct to protect. The board is aware of the need to balance conducting its business in an open and accountable manner with the need to avoid negative impacts on health service providers (HSP) and their personnel in the course of doing business in this way.

The board is committed to its requirement to open discussion and accountability, acknowledges its ability to go into closed session as set out in the By-laws and is mindful of its obligation to deal fairly and confidentially with HSPs through its business interactions.

Title: **Committee Structure and Responsibilities**	Policy Number: A-9
Approved: January 25, 2012 Approved: September 25, 2013	Revised: November 2011 Revised: July 24, 2013 Reviewed: November 17, 2015

The South West LHIN By-Law No. 1 specifies the following required committee structure:

- Audit Committee
- Community Nominations Committee
- And any other committees prescribed by the Minister under the *Local Health System Integration Act (LHSIA)*

The board may establish any committees that the board may require from time to time by resolution and may delegate to any such board committee any of the powers of the board, subject to any rules and terms of reference imposed by the board. The board may also establish advisory bodies or committees as required, but they may not exercise the powers of the board. Minutes of meetings will be approved by the committee and provided to the board for acceptance.

The CEO (or his/her designate) may be invited to attend meetings of board committees as a non-voting member.

Title: **Reimbursement of Expenses**	Policy Number: A-10
Approved: January 25, 2012	Revised: November 2011 Reviewed: July 15, 2014 Reviewed by committee: Nov 15, 2016

In keeping with the *Memorandum of Understanding* between the Minister of Health and Long-Term Care and the LHINs, board members must comply with the *Management Board of Cabinet Travel, Meal and Hospitality Expenses Directive* (January 1, 2017),

- The Board Chair will approve all claims submitted by members and the CEO before they are submitted for payment.
- The Audit Committee Chair will approve all claims submitted by the Board Chair before they are submitted for payment.

Title: **Board Succession Planning and the Community Nominations Process**	Policy Number: A-11
Approved: January 25, 2012 Approved: September 25, 2013 Approved: October 20, 2015 Approved: February 16, 2016 Approved: March 21, 2017	Revised: November 2011 Revised: July 24, 2013 Revised: September 15, 2015 Revised: January 19, 2016 Revised: February 2017 Reviewed: February 27, 2018

As required from time to time, the South West LHIN board will through its Governance & Nominations Committee carry out a recruitment process for filling vacancies on the board of directors. As needed, the Governance & Nominations Committee will strike a sub-committee comprised of the Board Chair (ex officio) plus three directors and may include a maximum of two community members to review the applications provided by the Public Appointments Secretariat, interview potential board candidates using the Board approved skills matrix (see *Local Health Integration Networks Board of Directors Competency Profile* attached), and recommend to the Board potential appointees to the Board. In turn, the Board will provide recommendations to the Minister of Health and Long-Term Care regarding rank placement of candidates interviewed for appointment to the board.

The Governance & Nominations Committee shall:

- Give notice to the public of vacancies on the board of directors of the network;
- Inform the public of the objectives and role of the network;
- Identify potential appointees to the board of directors of the network;
- Ensure potential appointees are provided a copy of the LHIN Board Member – Role Description (Governance Policy Number: A-3)
- Recommend potential appointees to the board of directors of the network; and
- Undertake any other matters required by the board.

The process is open to all residents of the LHIN catchment area and is aimed at ensuring a good cross representation of interested and skilled individuals.

<u>Board Leadership – Chair</u>

The Board will advise the Minister of Health and Long-Term Care as to its preferences in qualities and values of a Board Chair, a role that should, ideally, be filled from among incumbent board members to ensure continuity and to smooth leadership transitions. The position will be advertised in the media, and the application and interview process will be administered by the Public Appointments Secretariat (PAS). The Board Chair is appointed at the discretion of the Minister through the Order in Council (OIC) appointment process of the Ontario Government.

In instances where the office of Board Chair is vacant, the Board shall appoint the Vice-Chair to serve as Interim Chair of the Board and another member of the Board to serve as Interim Vice-Chair. The two shall serve until such time permanent appointments are announced by Order in Council or at the discretion of the Board.

Board Leadership – Vice-Chair

When a Vice-Chair is sought on a permanent basis a task team consisting of the Board Chair and the Governance & Nominations Committee Chair will interview board members that express an interest in fulfilling a Vice-Chair role. In instances where the Governance & Nominations Committee Chair is interested in a Vice-Chair position another member of the Governance & Nominations Committee will join the task team.

The task team will develop a recommendation for the Board to approve and submit for the Minister's consideration as the Vice-Chair(s) is/are appointed by the Lieutenant Governor in Council on recommendation of the Minister.

Attached: *Local Health Integration Networks Board of Directors Competency Profile*

Local Health Integration Networks Board of Directors Competency Profile

Candidate Name:

Rating

0
1
2
3

						Strategic Relationships					Personal Attributes									SW LHIN Attributes								
What to look for in "fit" for a board culture that…	Knowledge of LHIN Mandate	Strategic Goal Setting	Governance Experience	Stewardship Role	Performance Management	Communication	Social Expertise	Conflict Resolution	Politically Savvy	Collaborative	Engaging	Divergent Thinking	Self Confidence	Resilience	Integrity	Ethical	Risk Tolerant	Creative and Innovative	Healthcare, Legal, Finance, Senior Executive	Continuous Learning/Self-Development	Planning	Change Management	Information Technology	Human Resources/Labour Relations	Overall Impression (including Questions	Geography	Equity	Availability/Ability to Travel
Score																												
• Achieves the proper level of engagement without overstepping roles. • Understands that authority comes from the collective not from the individual. • Acts in the best interest in the LHIN, over self-interest. • Has the confidence of the community it serves. • Demonstrates accountability to those it serves. • Ensures a risk management system is in place. • Demonstrates a culture of openness and transparency.						Look for: • Evidence of experience in building and sustaining community relationships. • Experience in resolving differences. • Experience in maneuvering between organizations and groups. • Experience in communicating organizational goals to others. • Experience in decision-making through community engagement. • Experience in communicating mission, vision and values to stakeholders. • Problem solving through seeking out the opinions, ideas and input of others.					Look for: • Ability to understand the perspective of others. • Experience in exercising judgment while taking risks. • Understands the difference between having the right to do something and doing the right thing. • Experience in dealing with ambiguity. • Experience and track record of consistently aligning words and actions. • Experience in a dynamic environment. • Ability to make required commitment. • Demonstrated consensus orientation. • Experience in supporting and defending contentious board decisions.									Look For: Geography/Equity: Membership selection for the Board will consider a variety of perspectives including an individual's ability to discuss the rural and urban nature of our LHIN geography and comply with our commitment to cultural competence and diversity. The overall composition of the Directors should ensure a balance of perspectives and specific skills and expertise. Availability/Ability to Travel: ability and willingness to commit to the necessary time to participate in Board orientation and continuing education, Board meetings, committee meetings, retreats, community events and meeting preparation. Overall Impression: Rate the overall impression from 1-9 with 9 being most favourable.								
						Notes:					Notes:									Notes:								
LHIN Weighting	6	9	8	9	6	6	7	7	9	7	6	6	6	6	6	6	6	6	9	6	6	6	6	6	9	7	4	4
Total Score																												
																									Total			

Title: **Board Development**	Policy Number: A-12
Approved: January 25, 2012 Approved: October 21, 2014 Approved: July 19, 2016 Approved: December 13, 2016	Revised: November 2011 Revised: September 16, 2014 Revised: June 21, 2016 Revised: November 15, 2016

Board development is fundamental to the board's ability to continually grow to meet the changing demands of governance. It can be broken into four (4) key activities: succession planning; orientation; board evaluation; and continuing education.

Succession Planning:
Through succession planning the board ensures that its composition truly reflects the Vision, Mission, Values and Strategic Directions of the organization.

Orientation:
Orientation, to be undertaken by all board members, includes, but is not limited to, a detailed review of the Orientation Manual, meetings with the Chair of the board and the CEO to review trends and issues current under discussion and initially attending as many standing committee meetings as possible to ensure a good understanding of the issues under discussion.

All board members shall complete Cultural Competency Training as soon as possible following their appointment.

Board Evaluation:
A board evaluation will be undertaken annually, in the form of an evaluation completed by all Directors and Senior Management. The results of the evaluation are reviewed by all board members and may form the basis of a special meeting and/or part or all of a Board Retreat. The board has a responsibility to act on its findings to continuously improve the effectiveness of the board.

Continuing Development:
The South West LHIN Board of Directors recognizes that the continual updating of skills, knowledge, and awareness of emerging issues is vital to a member's contribution to the Board. Directors have a responsibility to be knowledgeable about the health care environment, the health system, the South West Local Health Integration Network and their governance responsibility. Board retreats will be held periodically to provide orientation and allow review of new directions.

Each Board Director is encouraged to attend continuing education events.

Such education may include but not be limited to:

- OHA HealthAchieve Annual Conference, and other OHA conferences and seminars
- Provincially-supported conferences, workshops, or educational opportunities
- South West LHIN-supported conferences, workshops, or educational opportunities
- Other conferences, workshops, or educational opportunities that support board member healthcare governance education

To promote professional development, Board members will be allotted a professional development amount of up to $2,000 on an annual basis and as the budget permits. Normally, the number of Directors attending each conference or event will be limited and a Board Director who has not previously attended a particular conference will be given preference.

Requests to attend educational sessions must be submitted to the Board Chair in writing (email preferably) through or copied to the Executive Office Assistant and should include the following information…

- Name of the requester
- Date of the request
- Name, date and location of the event
- Estimated costs including registration fees, travel expenses (mileage, hotel, meals, etc.), per diems
- Brief comment on expected benefit to the individual, the board, and/or the South West LHIN
- Include a link or copy of the program or agenda where possible.

Requests of the Board Chair to attend educational sessions must be submitted to the Audit Committee for consideration.

Upon review, any approved requests are to be forwarded to the Executive Office Assistant for tracking purposes and to assist with registration, travel and accommodation arrangements following the prescribed policies and directives.

The Board Chair/Director will be requested to provide a brief verbal report of the event at the next scheduled Board of Directors meeting.

An annual summary report of professional development activities as approved by the chair will be circulated to the board and provided to the Corporate Services Department for audit and Ministry reporting purposes.

Title: **Health Equity**	Policy Number: A-13
Approved: January 25, 2012 Approved: December 16, 2014 Approved: December 13, 2016	Revised: November 2011 Reviewed: November 27, 2013 Revised: November 27, 2014 Revised: November 15, 2016

Purpose and Scope
To describe and establish a shared understanding of health equity and the responsibilities of the LHIN Board in facilitating equitable access to health system services.

Policy Statement
The South West LHIN is committed to:

- A health system that recognizes the diversity of the population the South West LHIN serves, where all people have equitable access to service;
- The design, implementation and evaluation of services in which individuals from diverse groups participate;
- An environment which respects and values all;
- Reflecting the organization's commitment to equitable healthcare in the LHIN's strategic directions and priorities
- Target investment in the health care system to programs and services that will most benefit disadvantaged populations;
- Equitable communication policies and practices;
- A dedicated population-based focus on Francophone communities; and
- A dedicated population-based focus on Aboriginal/ First Nations, Inuit and Métis communities.

Outcomes and Deliverables
Achievement of the following outcomes and deliverables will demonstrate the South West LHIN's commitment to this policy:

- A Culturally Competent Board and LHIN organization: Continuous Cultural Competency training (including ongoing Indigenous/ Aboriginal cultural competency training and Francophone cultural competency training) and board/ staff development focused on increasing awareness about key equity issues, with full participation from board/staff members;
- Application of an equity lens to decision making: Develop guidelines to increase application of Health Equity Impact Assessment (HEIA)1 tool in the South West LHIN, including use in Project Management Office and on all major financial decisions, including HSP integrations; and
- A LHIN and healthcare system that embeds an equity focus: Ensure that Equity is prominent in all Integrated Health Service Plans (IHSPs); Develop Equity indicators and targets as part of quality improvement; Identify areas where enhanced socio-demographic data can be collected to advance equity work; Engage key stakeholders and HSPs in the development of a South West LHIN Equity approach and implementation plan that outlines foundational equity initiatives to advance.

---

[1] **HEALTH EQUITY IMPACT ASSESSMENT (HEIA)**
The Health Equity Impact Assessment tool was developed by the Ministry of Health in collaboration with LHINs and other agencies to assist them in effectively targeting health services to meet the needs of their diverse local populations. It leverages existing work and creates greater consistency and transparency in the way that equity is being considered across the health system at the ministry, LHINs and at the HSP level. HEIA is a proven method to assess initiatives and investments to ensure that potential unintended health impacts on populations are considered /addressed to reduce health disparities across vulnerable/marginalized population groups.

Background

Health Equity

In alignment with Patients First, Health equity is a key enabler for the South West LHIN given the increasing diversity of the population in the LHIN and the diversity of health service providers.

Health equity is often defined as the "attainment of the highest level of health for all people. Achieving health equity requires valuing everyone equally with focused and ongoing societal efforts to address avoidable inequalities, historical and contemporary injustices, and the elimination of health and health care disparities[2]." Focusing on population health at a sub-region level across the South West LHIN will contribute to better health outcomes and a culturally safe system of care for individuals and families accessing the health system.

The impact of differences in socio-demographic characteristics on health outcomes and overall population health is well established. An understanding of population health requires an understanding of who the population is comprised of, their characteristics, and how and why their health and health care experiences are what they are. Health system providers and planners alike are increasingly focused on the high and frequent users of health care, and require the information to understand who these individuals are and how to serve them better. Furthermore, as Ontario moves to a funding model that is tethered to adherence to quality pathways, it will be increasingly important to understand the different ways in which people access services and the associated outcomes, and how these vary for different populations.

LHIN Obligations: Aboriginal and Francophone populations

The importance of health equity goes well beyond simply planning better services. The potential impact of greater health equity includes demonstrably better health outcomes for some segments of the population, as well as lower costs to the health care system for greater sustainability.

The LHINs have an obligation to engage directly with both the Francophone and Aboriginal communities located within their LHIN boundaries based on the Local Health System Integration Act (LHSIA, 2006, section 16 (4)). As such, the LHIN should regard this work as part of the equity agenda. The need to identify, engage, address and plan based on population differences is a key component to advancing this work in a respectful, person-centred, and culturally-appropriate way. An equity approach is critical in tackling systemic barriers and coordinating responses, creating sustainable and impactful outcomes for these populations. This approach will enable a shift in our LHIN's culture and lead to improvements in the patient experience, quality of care and improved health outcomes for Aboriginal and Francophone people. Through Patients First, the Ministry highlights the importance of French Language Services provision within all LHINs to promote health equity, reduce health disparities and inequities, and respect the diversity of communities and the requirements of the French Language Services Act, in the planning, design, delivery and evaluation of services. One of the key planning objectives of the LHINs is to encourage access and better integrate the health needs of the Francophone community at the local level.

Indigenous partners have stressed the need for a respectful engagement to address the complex relationships between Indigenous peoples and the health care system that are resulting in poor outcomes. Ministry and LHIN engagement with Indigenous partners is a necessary first step to determine what changes are needed to increase Indigenous inclusion in the health system and providing equitable and culturally appropriate access.

---

[2] U.S. Department of Health and Human Services. Office of Disease Prevention and Health Promotion. Healthy People 2020. Washington, DC

B. Board Operations

Title: **Board Meetings/Attendance**	Policy Number: B-1
Approved: January 25, 2012 Approved: May 20, 2014 Approved: July 19, 2016	Revised: November 2011 Revised: April 15, 2014 Revised: June 21, 2016

The South West LHIN board of directors will meet as often as necessary to transact the business of the board, but not less than four times per year.

The South West LHIN boards of directors' meetings are open to the public. As per the *Local Health Integration Act (LHSIA), 2006*, the LHIN may exclude the public from any part of a meeting after a vote is held on a motion to exclude the public that clearly states the nature of the matter to be considered at the closed meeting and the general reasons why the public is being excluded.

Reasons for exclusion of the public from South West LHIN meetings (per LHSIA legislation) are when:

a) Financial, personal or other matters may be disclosed of such a nature that the desirability of avoiding public disclosure of them in the interest of any person affected or in the public of affected or in the public interest outweighs the desirability of adhering to the principle that meetings be open to the public;

b) Matters of public security will be discussed;

c) The security of the members or property of the network will be discussed;

d) Personal health information, as defined in section 4 of the Personal Health Information Protection Act, 2004, will be discussed;

e) A person involved in a civil or criminal proceeding may be prejudiced;

f) The safety of a person may be jeopardized;

g) Personnel matters involving an identifiable individual, including an employee of the network, will be discussed;

h) Negotiations or anticipated negotiations between the network and a person, bargaining agent or party to a proceeding or an anticipated proceeding relating to labour relations or a person's employment by the network will be discussed;

i) Litigation or contemplated litigation affecting the network will be discussed, or any legal advice provided to the network will be discussed, or any other matter subject to solicitor-client privilege will be discussed.

j) Matters prescribed for the purposes of this clause will be discussed; or

k) The network will deliberate whether to exclude the public from a meeting, and the deliberation will consider whether one or more of clauses (a) through (j) are applicable to the meeting or part of the meeting. *2006, c.4, 2. 9 (5)*.

Prior to the end of the calendar year, a schedule of meetings for the following year will be distributed to members.

Special meetings may be held either at the call of the Chair or on the written notice of a majority of the directors. The purpose of the special meeting will be described in the notice and no additional business will be transacted at that time.

Agendas:

- Established by the South West LHIN Board Chair, in consultation with the Chief Executive Officer and Executive Office Coordinator.
- Directors may submit agenda items 14 days prior to the board meeting to the Chair, for inclusion the agenda. *(See By-Law No. 2 – section 7 re deadline to submit items requiring a decision.)*
- The agenda and supporting documentation will normally be delivered to the board of directors five working days in advance of the scheduled meeting.

Quorum:

- Quorum shall be the majority of Directors.

Procedures:

- Meetings will be held in accordance with the *South West LHIN By-laws* and *Robert's Rules of Order*.
- The Board Chair has the same right to vote as other board directors.
- Voting shall be by a show of hands, or oral vote, unless a motion to vote by ballot is carried by the majority.

Evaluation:

- An evaluation of the meeting will be undertaken by members at the end of each.

Board Attendance:

South West LHIN board members are expected to attend the following:

- 100% of board meetings but no less than 75%;
- The Annual South West LHIN Board Retreat;
- Community engagement activities as requested.

If a board member is absent from three (3) consecutive meetings or has not maintained a 75% attendance record over the last year, the chair, as ethics executive, will follow-up with the member regarding this. A Leave of Absence may be granted at the discretion of the Chair.

It is recognized that there are professional or personal factors that may from time to time prevent attendance at meetings. However, the board has an expectation that Directors take their attendance responsibilities seriously. If unable to attend, the Director will inform the Executive Office Coordinator as soon as possible. Teleconference attendance will be noted, if communication is lost, the time will be noted in the minutes in order to identify that quorum is maintained.

Title: **Communication to the Board (External)**	Policy Number: B-2
Approved: October 21, 2014	Created: September 16, 2014 Reviewed: June 21, 2016 Reviewed: February 27, 2018

South West LHIN stakeholders (organizations and individuals) have a number of means available to them to connect and communicate with the Board of Directors.

1 – Written correspondence addressed to the Board Chair and/or Board of Directors and sent to the Executive Office Coordinator.

2 – Telephone or email to the Board Chair and/or Board of Directors via the Executive Office Coordinator.

3 – Request to present. Requests to present must be submitted to the Executive Office Coordinator in writing via email or post mail and must clearly state the purpose of appearing. In determining acceptance, the Board Chair will give priority consideration to those from the community in which the meeting is being held and to agenda-related topics. The Board Chair may with due diligence decline a request to present or defer his/her decision to the full board to determine whether or not to hear a presentation at a future meeting – be it at the board business meeting, a board development session or outside of the regular meeting of the board.

The following principles will apply:

- Requests are normally made six weeks in advance of the board meeting.
- Presentation will be subject to a time limit.
- No decision on the issue(s) presented will be made at the meeting.
- Any discourse between members of the board and the delegation is limited to directors asking questions for clarification and obtaining additional, relevant information only.
- Additional opportunities do exist to interact informally with board members and staff after board meetings and at engagement sessions.

C. Board/CEO Roles and Responsibilities

Title: **CEO/Board Relationship**	Policy Number: C-1
Approved: January 25, 2012 Approved: April 21, 2015 Approved: March 20, 2018	Revised: November 2011 Revised: March 17, 2015 Revised: February 27, 2018

As the sole employee of the South West LHIN board of directors, the Chief Executive Officer (CEO) is charged with ensuring the administrative and organizational integrity of the organization. No single board member or committee has authority over the CEO as this responsibility rests with the entire board. Through its role in advising and supporting the CEO, the board ensures the implementation of all board policies. The CEO is not required to seek prior approval for initiating action that involves the day to day operations of South West LHIN.

In delegating the administrative and organizational integrity of the organization to the CEO, the board is recognizing that all other employees of the organization are employees of the CEO and, as such, receive their direction from the CEO. This direction ranges from hiring to firing and is only brought to the attention of the board if deemed necessary by the Chair and the CEO.

The board must ensure that the CEO discharges her/his delegated responsibilities in a manner consistent with the Vision, Mission, Values and Strategic Directions of the organization.

The Board Chair will communicate with the CEO around issues of provincial matters and government direction.

The CEO and Chair should have regular and ongoing meetings.

The CEO will act in accordance with the “Delegation of Authority Policy”. The CEO is authorized to establish all further policies, make all decisions, take all actions and develop all activities as long as they are in keeping with the board’s policies.

CEO Communication and Counsel to the Board

The South West LHIN Chief Executive Officer (CEO) is responsible for providing information and counsel to the South West LHIN board of directors, in a timely fashion. The CEO provides assurances to the board of directors of the LHIN’s compliance with legislative acts, standards and codes. The CEO provides information to the board on risks and potential risks which affect either the short or long term operations or viability of the LHIN.

Relevant information to the board may include:

- Impact on governance and the organization;
- Relevant trends;
- Anticipated media coverage;
- Changes in the assumptions of policies previously established;
- Potential integration opportunities;

- Provincial Directives and Responsibilities
- Provincial Priorities
- Health Service Provider Performance Reporting
- Home and Community Care Performance Reporting
- Annual and quarterly financial reporting.

While it is not common practice for the CEO to discuss all issues pertaining to the operations of LHIN with the board, in instances where situations may negatively impact the public's perception of the LHIN, the CEO will take the following course of action:

- Discuss the situation and the appropriate level of disclosure with the Board Chair.
- If deemed necessary by the Chair, discuss appropriate details at a meeting of the board.

The South West LHIN board, through its CEO, utilizes a number of tools to monitor and measure it's performance in delivering high quality home and community patient care as well as the performance of those Health Service Provider organizations funded by the South West LHIN. The monitoring mechanisms are designed to ensure timely reporting, opportunity for improvement and appropriate follow-up.

CEO Performance Appraisal

As the South West LHIN board's sole employee, the Chief Executive Officer (CEO) is accountable to the board for the performance of the organization. In addition, the CEO ensures the integrity of board documents.

In undertaking her/his duties, the CEO must ensure that all board policies are implemented and that all internal policies developed are consistent with the board's Vision, Mission, Values and Strategic Directions for the organization. Furthermore, it is the responsibility of the CEO to assure the board that all activities of the organization are undertaken in a manner that operates within the boundaries of acceptable risk and ethics.

It is the responsibility of the board of directors to conduct an annual review of the CEO's performance as per the CEO's employment contract. The board will delegate completion of the review to a sub-committee comprised of at least the Chair of the Board, the Vice-Chair and at least one board member. Initiating the review process is the responsibility of the Chair.

See the Terms of Reference for the CEO Performance Task Force.

CEO Succession

In order to protect the South West LHIN board from the consequence of the sudden loss of the services of the Chief Executive Officer (CEO), the CEO will ensure that the Senior Team is familiar with board and CEO issues.

Should it become necessary to replace the CEO on short notice, the board will appoint an interim CEO as soon as possible.

Communication to board members, staff, key stakeholders and the public will be the responsibility of the Board Chair.

The South West LHIN board (or a designated CEO Search Committee) will then determine the process and parameters for an executive search, including the decision to involve outside consultants.

Title: **CEO Selection Process**	Policy Number: C-1a
Approved: March 20, 2018	Reviewed: February 27, 2018

Purpose:
To identify a process for the recruitment, selection, and hiring of a Chief Executive Officer for the South West LHIN.

Scope:

- A key responsibility of the Board is to recruit, select, and hire a Chief Executive Officer with the requisite skills, abilities, and competencies to effectively perform the job as chief executive officer of the South West LHIN responsible for the management and administration of the Corporation. The position title is confirmed as Chief Executive Officer.
- In order to secure the best available candidate the Board will establish a fair and open selection process for implementation when the incumbent Chief Executive Officer has vacated his/her position. In the case of a permanent vacancy, the competition will be an open market competition. In the case of a temporary vacancy, the Board may choose to fill the vacancy without an open-market competition. (See Policy C-1: CEO/Board Relationship).

Procedure:
To fill a permanent vacancy:

- In most cases the Board will secure the services of an External Search Firm to assist in the recruitment and selection process.
- The Board will establish and articulate a clearly defined recruitment and selection process which includes identification of roles and responsibilities of the Board, Board Chair, External Advisors and Interview Panel.
- Recruitment will include an external and internal search and the area of search will be sufficiently broad to secure the best candidate available for the position; this may include advertisement in national newspapers and journals.
- The Board will establish an Interview Panel which includes the Board Chair, a minimum of two (2) other Directors, and may include external advisor(s) such as a representative of the Search Firm.
- Prospective and interested Candidates will be provided with a job description which may be a short-form job description.
- The terms and conditions of hiring will be sufficiently detailed to allow the candidate to make an informed decision regarding acceptance and will include the following information:

- Job description
- Remuneration package including any relocation allowances and travel/expense policies
- Primary office location

An offer will be subject to submission of a declaration that the candidate has no conflict of interest consistent with agency policy and in a form as required by the Board, and satisfactory results of a criminal reference check as determined in the sole discretion of the Board.

An agreement to support the terms and conditions of employment will be in a form determined by the Board and will be executed by the Board Chair and the candidate accepting the position.

Title: **Workplace Equity & Diversity**	Policy Number: C-2
Approved: January 25, 2012 Approved: October 21, 2014 Approved: December 13, 2016	Revised: November 2011 Revised: September 16, 2014 Revised: November 15, 2016

The South West LHIN Board is committed to a board, board committees, and a workforce whose composition and participation reflect the diversity of the population it serves including the Francophone and Aboriginal (Indigenous Peoples) communities. Diversity in the workplace is about fostering an organizational culture that recognizes and values the uniqueness of each individual. Diversity includes, but is not limited to, a person's race, culture, language, gender, age, disabilities, education, sexual orientation, religious affiliation, geography (urban/rural), work experiences and work status.

Policy Statement

The South West LHIN Board is committed to:

- Fair and equitable employment policies and practices;
- An environment which respects and values all;
- Equitable communication policies and practices.

All individuals working for or with the South West LHIN including board members are to be treated in a fair and equitable manner that in turn assists them in carrying out their duties. Through the South West LHIN Board Chair and Chief Executive Officer (CEO), the board must ensure that the organization meets and/or exceeds all legislative requirements as they affect employees. These include but are not limited to:

- *The Employment Standards Act, 2000;*
- *The Occupational Health and Safety Act, 1990; and*
- *Human Rights Code, 1990;*
- *The Accessibility for Ontarians with Disabilities Act, 2005.*

And the following South West LHIN Health & Safety – Human Resources Policies & Programs:

- Workplace Harassment & Discrimination Prevention, Jun 2015
- Workplace Violence Prevention, Jun 2015

The CEO assures the board that to assist employees in discharging their responsibilities, the appropriate position role descriptions, including competencies and salary ranges are in place; and that performance is regularly reviewed in a manner that is both consistent with continuous quality improvement and protects the rights of the individual and LHIN.

While it is not common practice for the CEO to discuss employee issues with the board, in instances where a situation may negatively impact the financial integrity, legal responsibility, and/or the public's perception of the LHIN, the CEO will take the following course of action:

- Discuss the situation and the appropriate level of disclosure with the Board Chair.
- If deemed necessary by the Chair, discuss appropriate details at a closed session of the board.

Regardless of the process followed, the CEO is not required to seek prior approval for initiating action that involves employees of the South West LHIN.

See Policy Number: C-1, Title: CEO/Board Relationship for guidance pertaining to treatment of the CEO.

D. Communication

Title: **Board Spokespeople & Media**	Policy Number: D-1
Approved: January 25, 2012 Approved: May 20, 2014 Approved: July 17, 2018	Revised: November 2011 Revised: April 15, 2014 Reviewed: June 21, 2016 Reviewed: June 28, 2018

The South West LHIN Chief Executive Officer (CEO), and Board Chair or their designates, will each serve as the South West LHIN's official spokesperson and have the authority to make statements to the media on behalf of the organization.

- News media contact, responses and public discussion of the LHIN's affairs are only made through the board's official spokespersons. Directors should refer any media enquiry to the communications staff where possible, so the appropriate spokesperson can answer.

- Board directors should not speak or make representations on behalf of the South West LHIN board unless authorized by the Board Chair. When so authorized, the board member's presentation must be consistent with accepted positions and policies of the board.

- South West LHIN communication staff serve as the primary contacts for all media queries. All media calls are routed to the communication staff for assessment, referral to the appropriate spokesperson, and briefing preparation as required. Current contact information attached.

- Board of directors can communicate with the public if approved by the Chair.

- In the event a Board Member is approached in the community by a member of the public, by a patient, by a community agency, or a staff person of the LHIN, the Board Member's role is to:

    1. act as listener for a very short time;
    2. remain neutral and non-committal; and
    3. refer concerns to the Chief Executive Officer.

- The Director of Communications will complete a full Communications and Community Engagement Plan to be reviewed by the board on an annual basis.

E. Fiscal Responsibility and Risk Management

Title: **Risk Management**	Policy Number: E-1
Approved: January 25, 2012 Approved: May 20, 2014	Revised: November 2011 Revised: January 21, 2014 Reviewed by committee: Nov 15, 2016

The board of directors is accountable for the management of risks to the South West LHIN. For the purpose of risk management, “risk” may be defined as:

The exposure to any event which may jeopardize the reputation, financial health, property, staff, or liability of the organization.

To manage risk within the organization, the board endorses a systematic process to be implemented by the CEO to:

- Identify risks;
- Assess risks;
- Determine actions to manage risks;
- Evaluate risk management activities; and
- Creation of risk management policies.

The board will receive quarterly reports of LHIN risk management activities and provide LHIN-specific feedback on the results of risk management activities to senior leadership.

On a quarterly basis, the South West LHIN board will monitor and evaluate the organization-wide risk management activities of health service providers and their effectiveness.

The Audit Committee will provide recommendation to the board for approval of an external auditor and review the annual auditor’s report to provide recommendations to the board of directors for approval.

Title: **Asset Protection**	Policy Number: E-2
Approved: January 25, 2012	Revised: November 2011 Reviewed: April 15, 2014 Reviewed by committee: Nov 15, 2016

Assets of the LHIN remain the property of the Ontario government.

The South West LHIN assets consist of:

1) Operational funding;
2) Assets purchased using the operational funding.

The attainment and proper stewardship of the South West LHIN's assets support achievement of the South West LHIN's Strategic Directions. The stewardship of these assets entails assurance of:

- Comprehensive internal management controls and processes, including physical asset management; and
- Sufficient and appropriate insurance coverage.

Title: **Operating/Business Plan**	Policy Number: E-4
Approved: January 25, 2012 Approved: May 19, 2015 Approved: July 17, 2018	Revised: November 2011 Reviewed: November 27, 2013 Revised: April 21, 2015 Reviewed: June 28, 2018

An Annual Business Plan (ABP) will be approved by the board for submission to the Ministry of Health and Long-Term Care as required by Ministry directives.

Ministry/LHIN Accountability Framework:

- The ABP is a key component of the Ministry/LHIN accountability framework.
- The accountability and reporting relationship between the Ministry and LHINs is grounded in the legal requirements in the Local Health System Integration Act, 2006 (LHSIA), the Memorandum of Understanding (MOU) between both parties and the Ministry LHIN Accountability Agreement (MLAA), in addition to government directives such as the Agency Establishment and Accountability Directive (AEAD).
- AEAD requires all agencies to produce a business plan annually that includes the organization's mandate, strategic directions, current and future programs, resources required, risk assessment and mitigation strategies, environmental scan, staff numbers and compensation, performance measures and 3 year targets, financial budget over 3 years, implementation plan and communication plan.
- LHSIA requires LHINs to produce an annual "plan for spending the funding that the network receives…., which spending shall be in accordance with the appropriation from which the Minister has provided the funding to the network" (LHSIA 2006, c.4, s. 18 (18)). French Language Services and the needs of First Nations and Indigenous peoples must also be included in the plan.
- ABPs are to align with the ministry's Action Plan for Health and each LHIN's IHSP.

Annual Business Plan Development Phases:

- **Phase I –** Gather information related to Ministry of Health and Long Term Care (MOHLTC) expectations, determine internal approach to complete, create timeline, determine expectations of final ABP document
- **Phase II –** Confirm approach and expectations; engage Board and staff
- **Phase III –** Create and distribute status of annual ABP deliverables for Board
- **Phase IV –** Create and distribute the preliminary draft ABP for Board review and discussion. A board-approved draft is then submitted to the Ministry for review.
- **Phase V –** Receive Ministry Response, revise as required and submit final version for Board consideration. Pending board-approval the final ABP is returned to the Ministry with updated Financials. The Minister's final approval is expected within 120 days of the annual provincial budget announcement.

Title: **Financial Condition**	Policy Number: E-5
Approved: January 25, 2012	Revised: November 2011 Reviewed: November 27, 2013 Reviewed: November 17, 2015

Achievement of South West LHIN's strategic and annual objectives is dependent on the financial health of the South West LHIN. The financial health of the South West LHIN associated with the LHIN's assets is attained and maintained through the following processes:

- Comprehensive operational and financial planning processes to support appropriate decision making;
- Comprehensive financial reporting processes to support appropriate decision making;
- Comprehensive internal management controls and information systems to support appropriate decision making; and
- An annual year-end financial audit performed by an external licensed public accounting firm, reviewed by the Audit Committee and approved by the board.